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SEC 1972 Potential persons who are to respond to the collection of information contained in (6-02) this form are not required to respond unless the form displays a currently valid OMB control number.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in the federal exemption. Conversely, failure to file the approprinotice will not result in a loss of an available state exemption s exemption unless such exemption is predicated on the filing of notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

NOV DE 2005

FORM D

PROCESSED

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THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average

burden

hours per response...1

SEC USE ONLY						
Prefix	Serial					
DATE RECEI	VED					

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM FINAL FILM, L.L.C.  Name of Offering ([] check if this is an amendment and name has changed, an	
Filing Under (Check box(es) that [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Sapply):	Section 4(6) [ ] ULOE
Type of Filing: [X] New Filing [] Amendment	
A. BASIC IDENTIFICATION DATA	and the second s
Enter the information requested about the issuer	· · · · · · · · · · · · · · · · · · ·
Name of Issuer ([ ] check if this is an amendment and name has changed, and FINAL FILM, L.L.C.	d indiciate change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) Number (Including Area Code)	Telephone
2430 - 106th Street, Urbandale, Iowa 50322	(515) 331-7400

Address of Principal Business Number (Including Area Code (if different from Executive Of		ate, Zip Code) Telephone
Brief Description of Business		
To invest in film produ	ction.	
Type of Business Organizatio	on .	
[ ] corporation	[ ] limited partnership, already formed	[X] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed	limited liability company
	Month Year	
Actual or Estimated Date of In Organization:	ncorporation or [06] [05] ]	[X] Actual [ ] Estimated
Jurisdiction of Incorporation of State:	or Organization: (Enter two-letter U.S. Posta	al Service abbreviation for
	CN for Canada; FN for other fo	reign jurisdiction) [I][A]

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the

appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Check Box(es) that [X] Promoter [ ] Beneficial Apply: Owner	[X] Executive Officer	[ ] Director [ ] General and/or Managing
Wilson, Tony		Partner
Full Name (Last name first, if individual) 2430 - 106th Street, <u>Urbanda1e, Iow</u> a	50322	(
Business or Residence Address (Number and S	Street, City, State, Zi <sub>l</sub>	Code)
Check Box(es) that [ ] Promoter [X] Beneficial Apply: Owner	🏌 ] Executive Officer	[ ] Director [ ] General and/or Managing Partner
Trimpe, Terry	MARIE AT TOPONION TO PROSPECT AT TOPONION AND ADMINISTRATION ADMINISTRATION AND ADMINISTRATION ADMINISTRATION ADMINISTRATION AND ADMINISTRATION ADMI	
Full Name (Last name first, if individual) _804	2253	
Business or Residence Address (Number and S		c Code)
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Check Box(es) that [] Promoter [x] Beneficial Apply: Owner Final Partners, L.L.C.		[ ] Director [ ] General and/or Managing Partner
, , , , , , , , , , , , , , , , , , , ,	[ ] Executive Officer	[ ] Director [ ] General and/or Managing
Apply: Owner  Final Partners, L.L.C.  Full Name (Last name first, if individual)	[ ] Executive Officer	[ ] Director [ ] General and/o Managing Partner
Apply: Owner  Final Partners, L.L.C.  Full Name (Last name first, if individual)  2430 - 106th Street, Urbandale, Iowa	[ ] Executive Officer 50322 Street, City, State, Zi	[ ] Director [ ] General and/o Managing Partner
Apply: Owner  Final Partners, L.L.C.  Full Name (Last name first, if individual)  2430 - 106th Street, Urbandale, Iowa  Business or Residence Address (Number and Streek Box(es) that [] Promoter [] Beneficial	[ ] Executive Officer 50322 Street, City, State, Zip	[ ] Director [ ] General and/or Managing Partner  co Code)  [ ] Director [ ] General and/or Managing

Owner Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive [ ] Director [ ] General and/or Owner Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.) B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in Yes No. this offering?..... Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?..... Yes No 3. Does the offering permit joint ownership of a single unit?..... [x ] [ 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that [ ] Promoter [ ] Beneficial

4 of 10

#### Name of Associated Broker or Dealer

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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<sup>1.</sup> Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	`	\$
Equity	. Ф	Ф
• • •	•	•
Convertible Securities (including warrants)		\$
Partnership Interests Other (Specify <u>limited liability company units</u> ).		\$ 0
Total		Ψ
Answer also in Appendix, Column 3, if filing under ULOE.	Ψ	\$
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		\$
Non-accredited Investors		.\$
Total (for filings under Rule 504 only)	0	\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		
Total	,	_\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. It the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	F	
Transfer Agent's Food	r	1 ው
Transfer Agent's Fees  Printing and Engraving Costs		
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Accounting Fees	[]\$_	
Engineering Fees		
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify)	[ ]\$_	
Total	[ ]\$	
<ul> <li>b. Enter the difference between the aggregate offering price given in responder C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 1 and total expenses</li> <li>d.a. This difference is the "adjusted gross proceeds to the issuer."</li></ul>		
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
	Payments to	
	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$	[] \$
Purchase of real estate	[] \$	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[]	[] \$
Construction or leasing of plant buildings and facilities	[] \$	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	<b>KX</b> \$ <u>A11</u>
Repayment of indebtedness	[] \$	[] \$
Working capital	[] \$	[] \$
Other (specify):	[] \$	[] \$
	[]	[]
Column Totals		[]
Total Payments Listed (column totals added)	[]\$	Ψ
		4
D. FEDERAL SIGNATURE		<u>-</u>
The issuer has duly caused this notice to be signed by the undersigned dul notice is filed under <u>Rule 505</u> , the following signature constitutes an undert to the U.S. Securities and Exchange Commission, upon written request of	aking by the i	ssuer to furnish Iformation
furnished by the issuer to any non-accredited investor pursuant to paragraph	oh (b)(2) of <u>Ru</u>	<u>ıle 502</u> .

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Issuer (Print or Type)	Signature	Date
F <sub>1</sub> NALF <sub>1</sub> LM, LLC Name of Signer (Print of Type)	foryll for Title of Signer (Print or	11/02/2005
Town (1): Is a	MANAGNYO-MEN	** '
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	ATTENTION	
Intentional misstatements or omi	ssions of fact constitute federal See 18 U.S.C. 1001.)	criminal violations.

### E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

TONY WILSON FINAL FILM, LLC FONGULY
Name of Signer (Print or Type)

Tony Wilson

Manag mg Member

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

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1	Intend to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes No		Number of Accredited Investors Amount	Number of Non-Accredited Investors	Amount	Yes	No
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